Bombay Stock Exchange Limited
First Floor, New Trading Ring
Rotunda Building, P J Towers
Dalal Street, Fort, Mumbai 400 001
Kind Attn : Mr Khushro A. Bulsara, GM & Head - Listing Compliance & Legal Regulatory

National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No.C/1, G Block
Bandra-Kurla Complex
Bandra (East), Mumbai 400 051
Kind Attn: Mr Avinash Kharkar, Asst. Vice President

August 10, 2016
Sc- 15173

Dear Sirs,

Re: 71st Annual General Meeting of the Company for FY 2015-16 held on August 9, 2016

This is to inform you that Annual General Meeting (AGM) of the Company was held on August 9, 2016 at 3:00 p.m. at Birla Matushi Sabhagar, Mumbai.

Enclosed please find the following disclosures:

i. Voting results in respect of the business conducted at the AGM, as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations (SEBI LODR Regulations) along with the Scrutinizer's Report **(Annexure A) and (Annexure B) respectively.**

ii. Summary of proceedings of the AGM, as required under Regulation 30, Part A of Schedule III of SEBI LODR Regulations, **(Annexure C).**

Yours faithfully,
Tata Motors Limited

H K Sethna
Company Secretary

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TATA MOTORS LIMITED

Date of the AGM/EGM	**August 9, 2016**
Total number of shareholders on record date	**Ordinary Shareholders : 4,51,238** **'A' Ordinary Shareholders : 93,099** **Total : 5,44,337**
No. of shareholders present in the Meeting either in person or in proxy:	**444**
No. of shareholders attended the Meeting Video Conferencing:	**NA**

Resolution No 1

Resolution required: (Ordinary)~~(Special)~~	**To receive consider and adopt (a) the Audited Standalone Financial Statement of the Company for Financial Year ended March 31, 2016 together with the Reports of the Board of Directors and the Auditors thereon; (b) the Audited Consolidated Financial Statements of the Company for Financial Year ended March 31, 2016 together with the Reports of the Auditors thereon.**
Whether promoter/ promoter group are interested in the agenda/resolution?	**No**

	Promoter/Public	Mode of Voting	Total No. of Shares Held	Total No. of Votes on Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]	[4]=[(3)/(2)]*100	[5]	[6]	[7]=[(5)/(3)]*100	[8]=[(6)/(3)]*100
1	Promoter and Promoter Group	E-Voting	955,613,051	953,275,355	952,853,512	99.96	952,853,512	-	100.00	-
		Poll	955,613,051	953,275,355	-	-	-	-	-	-
		Total	955,613,051	953,275,355	952,853,512	99.96	952,853,512	-	100.00	-
2	Public - Institutional holders	E-Voting	1,499,782,628	1,118,452,553	909,539,211	81.32	909,539,211	-	100.00	-
		Poll	1,499,782,628	1,118,452,553	601,344	0.05	601,344	-	100.00	-
		Total	1,499,782,628	1,118,452,553	910,140,555	81.37	910,140,555	-	100.00	-
3	Public-Others	E-Voting	940,284,627	866,323,365	572,305,835	66.06	572,198,885	106,950	99.98	0.02
		Poll	940,284,627	866,323,365	83,898	0.01	82,281	1,617	98.07	1.93
		Total	940,284,627	866,323,365	572,389,733	66.07	572,281,166	108,567	99.98	0.02
	Total	E-Voting	3,395,680,306	2,938,051,273	2,434,698,558	82.87	2,434,591,608	106,950	100.00	-
		Poll	3,395,680,306	2,938,051,273	685,242	0.02	683,625	1,617	99.76	0.24
		Total	**3,395,680,306**	**2,938,051,273**	**2,435,383,800**	**82.89**	**2,435,275,233**	**108,567**	**100.00**	**-**

Resolution No 2

Resolution required: (Ordinary)~~(Special)~~	**To declare a dividend on Ordinary Shares and 'A' Ordinary Shares.**
Whether promoter/ promoter group are interested in the agenda/resolution?	**No**

	Promoter/Public	Mode of Voting	Total No. of Shares Held	Total No. of Votes on Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]	[4]=[(3)/(2)]*100	[5]	[6]	[7]=[(5)/(3)]*100	[8]=[(6)/(3)]*100
1	Promoter and Promoter Group	E-Voting	955,613,051	953,275,355	952,853,512	99.96	952,853,512	-	100.00	-
		Poll	955,613,051	953,275,355	-	-	-	-	-	-
		Total	955,613,051	953,275,355	952,853,512	99.96	952,853,512	-	100.00	-
2	Public - Institutional holders	E-Voting	1,499,782,628	1,118,452,553	912,695,952	81.60	912,695,952	-	100.00	-
		Poll	1,499,782,628	1,118,452,553	601,344	0.05	601,344	-	100.00	-
		Total	1,499,782,628	1,118,452,553	913,297,296	81.66	913,297,296	-	100.00	-
3	Public-Others	E-Voting	940,284,627	866,323,365	572,497,191	66.08	572,410,091	87,100	99.98	0.02
		Poll	940,284,627	866,323,365	83,898	0.01	82,281	1,617	98.07	1.93
		Total	940,284,627	866,323,365	572,581,089	66.09	572,492,372	88,717	99.98	0.02
		E-Voting	3,395,680,306	2,938,051,273	2,438,046,655	82.98	2,437,959,555	87,100	100.00	-
		Poll	3,395,680,306	2,938,051,273	685,242	0.02	683,625	1,617	99.76	0.24
	Total	**Total**	**3,395,680,306**	**2,938,051,273**	**2,438,731,897**	**83.01**	**2,438,643,180**	**88,717**	**100.00**	**-**

Annexure A

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Resolution No 3

Resolution required: (Ordinary)~~(Special)~~			To appoint a Director in place of Mr Ravindra Pisharody (DIN: 01875848), who retires by rotation and being eligible, offers himself for re-appointment.							
Whether promoter/ promoter group are interested in the agenda/resolution?			No							
	Promoter/Public	Mode of Voting	Total No. of Shares Held	Total No. of Votes on Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]	[4]=[(3)/(2)]*100	[5]	[6]	[7]=[(5)/(3)]*100	[8]=[(6)/(3)]*100
1	Promoter and Promoter Group	E-Voting	955,613,051	953,275,355	952,853,512	99.96	952,853,512	-	100.00	-
		Poll	955,613,051	953,275,355	-	-	-	-	-	-
		Total	955,613,051	953,275,355	952,853,512	99.96	952,853,512	-	100.00	-
2	Public - Institutional holders	E-Voting	1,499,782,628	1,118,452,553	912,695,952	81.60	900,794,259	11,901,693	98.70	1.30
		Poll	1,499,782,628	1,118,452,553	601,344	0.05	601,344	-	100.00	-
		Total	1,499,782,628	1,118,452,553	913,297,296	81.66	901,395,603	11,901,693	98.70	1.30
3	Public-Others	E-Voting	940,284,627	866,323,365	572,262,699	66.06	558,729,505	13,533,194	97.64	2.36
		Poll	940,284,627	866,323,365	83,898	0.01	81,451	2,447	97.08	2.92
		Total	940,284,627	866,323,365	572,346,597	66.07	558,810,956	13,535,641	97.64	2.36
	Total	E-Voting	3,395,680,306	2,938,051,273	2,437,812,163	82.97	2,412,377,276	25,434,887	98.96	1.04
		Poll	3,395,680,306	2,938,051,273	685,242	0.02	682,795	2,447	99.64	0.36
		Total	**3,395,680,306**	**2,938,051,273**	**2,438,497,405**	**83.00**	**2,413,060,071**	**25,437,334**	**98.96**	**1.04**

Resolution No 4

Resolution required: (Ordinary)~~(Special)~~			Ratification of Auditor's Appointment.							
Whether promoter/ promoter group are interested in the			No							
	Promoter/Public	Mode of Voting	Total No. of Shares Held	Total No. of Votes on Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]	[4]=[(3)/(2)]*100	[5]	[6]	[7]=[(5)/(3)]*100	[8]=[(6)/(3)]*100
	Promoter and Promoter Group	E-Voting	955,613,051	953,275,355	952,853,512	99.96	952,853,512	-	100.00	-
		Poll	955,613,051	953,275,355	-	-	-	-	-	-
1		Total	955,613,051	953,275,355	952,853,512	99.96	952,853,512	-	100.00	-
	Public - Institutional holders	E-Voting	1,499,782,628	1,118,452,553	894,259,155	79.96	856,020,638	38,238,517	95.72	4.28
		Poll	1,499,782,628	1,118,452,553	601,344	0.05	601,344	-	100.00	-
2		Total	1,499,782,628	1,118,452,553	894,860,499	80.01	856,621,982	38,238,517	95.73	4.27
	Public-Others	E-Voting	940,284,627	866,323,365	571,827,046	66.01	544,739,078	27,087,968	95.26	4.74
		Poll	940,284,627	866,323,365	83,898	0.01	82,281	1,617	98.07	1.93
3		Total	940,284,627	866,323,365	571,910,944	66.02	544,821,359	27,089,585	95.26	4.74
	Total	E-Voting	3,395,680,306	2,938,051,273	2,418,939,713	82.33	2,353,613,228	65,326,485	97.30	2.70
		Poll	3,395,680,306	2,938,051,273	685,242	0.02	683,625	1,617	99.76	0.24
		Total	**3,395,680,306**	**2,938,051,273**	**2,419,624,955**	**82.35**	**2,354,296,853**	**65,328,102**	**97.30**	**2.70**

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Resolution No 5

Resolution required: (Ordinary)~~(Special)~~			Appointment of Mr Guenter Butschek as a Director.							
Whether promoter/ promoter group are interested in the agenda/resolution?			No							
	Promoter/Public	Mode of Voting	Total No. of Shares Held	Total No. of Votes on Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]	[4]=[(3)/(2)]*100	[5]	[6]	[7]=[(5)/(3)]*100	[8]=[(6)/(3)]*100
1	Promoter and Promoter Group	E-Voting	955,613,051	953,275,355	952,853,512	99.96	952,853,512	-	100.00	-
		Poll	955,613,051	953,275,355	-	-	-	-	-	-
		Total	955,613,051	953,275,355	952,853,512	99.96	952,853,512	-	100.00	-
2	Public - Institutional holders	E-Voting	1,499,782,628	1,118,452,553	912,695,952	81.60	901,297,572	11,398,380	98.75	1.25
		Poll	1,499,782,628	1,118,452,553	601,344	0.05	601,344	-	100.00	-
		Total	1,499,782,628	1,118,452,553	913,297,296	81.66	901,898,916	11,398,380	98.75	1.25
3	Public-Others	E-Voting	940,284,627	866,323,365	572,204,290	66.05	559,173,360	13,030,930	97.72	2.28
		Poll	940,284,627	866,323,365	83,898	0.01	82,281	1,617	98.07	1.93
		Total	940,284,627	866,323,365	572,288,188	66.06	559,255,641	13,032,547	97.72	2.28
	Total	E-Voting	3,395,680,306	2,938,051,273	2,437,753,754	82.97	2,413,324,444	24,429,310	99.00	1.00
		Poll	3,395,680,306	2,938,051,273	685,242	0.02	683,625	1,617	99.76	0.24
		Total	**3,395,680,306**	**2,938,051,273**	**2,438,438,996**	**83.00**	**2,414,008,069**	**24,430,927**	**99.00**	**1.00**

Resolution No 6

Resolution required: ~~(Ordinary)~~(Special)			Appointment of Mr Guenter Butschek as the Chief Executive Officer and Managing Director.							
Whether promoter/ promoter group are interested in the agenda/resolution?			No							
	Promoter/Public	Mode of Voting	Total No. of Shares Held	Total No. of Votes on Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]	[4]=[(3)/(2)]*100	[5]	[6]	[7]=[(5)/(3)]*100	[8]=[(6)/(3)]*100
1	Promoter and Promoter Group	E-Voting	955,613,051	953,275,355	952,853,512	99.96	952,853,512	-	100.00	-
		Poll	955,613,051	953,275,355	-	-	-	-	-	-
		Total	955,613,051	953,275,355	952,853,512	99.96	952,853,512	-	100.00	-
2	Public - Institutional holders	E-Voting	1,499,782,628	1,118,452,553	909,095,144	81.28	828,616,812	80,478,332	91.15	8.85
		Poll	1,499,782,628	1,118,452,553	601,344	0.05	601,344	-	100.00	-
		Total	1,499,782,628	1,118,452,553	909,696,488	81.34	829,218,156	80,478,332	91.15	8.85
3	Public-Others	E-Voting	940,284,627	866,323,365	619,498,789	71.51	608,884,050	10,614,739	98.29	1.71
		Poll	940,284,627	866,323,365	83,898	0.01	82,281	1,617	98.07	1.93
		Total	940,284,627	866,323,365	619,582,687	71.52	608,966,331	10,616,356	98.29	1.71
	Total	E-Voting	3,395,680,306	2,938,051,273	2,481,447,445	84.46	2,390,354,374	91,093,071	96.33	3.67
		Poll	3,395,680,306	2,938,051,273	685,242	0.02	683,625	1,617	99.76	0.24
		Total	**3,395,680,306**	**2,938,051,273**	**2,482,132,687**	**84.48**	**2,391,037,999**	**91,094,688**	**96.33**	**3.67**



Resolution No 7

Resolution required: ~~(Ordinary)~~(Special)			Re-appointment of Mr Ravindra Pisharody - Executive Director (Commercial Vehicles) and payment of remuneration.							
Whether promoter/ promoter group are interested in the agenda/resolution?			No							
	Promoter/Public	Mode of Voting	Total No. of Shares Held	Total No. of Votes on Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]	[4]=[(3)/(2)] *100	[5]	[6]	[7]=[(5)/(3)]*100	[8]=[(6)/(3)]*100
1	Promoter and Promoter Group	E-Voting	955,613,051	953,275,355	952,853,512	99.96	952,853,512	-	100.00	-
		Poll	955,613,051	953,275,355	-	-	-	-	-	-
		Total	955,613,051	953,275,355	952,853,512	99.96	952,853,512	-	100.00	-
2	Public - Institutional holders	E-Voting	1,499,782,628	1,118,452,553	908,281,490	81.21	896,034,737	12,246,753	98.65	1.35
		Poll	1,499,782,628	1,118,452,553	601,344	0.05	601,344	-	100.00	-
		Total	1,499,782,628	1,118,452,553	908,882,834	81.26	896,636,081	12,246,753	98.65	1.35
3	Public-Others	E-Voting	940,284,627	866,323,365	619,533,819	71.51	608,934,855	10,598,964	98.29	1.71
		Poll	940,284,627	866,323,365	83,898	0.01	81,451	2,447	97.08	2.92
		Total	940,284,627	866,323,365	619,617,717	71.52	609,016,306	10,601,411	98.29	1.71
	Total	E-Voting	3,395,680,306	2,938,051,273	2,480,668,821	84.43	2,457,823,104	22,845,717	99.08	0.92
		Poll	3,395,680,306	2,938,051,273	685,242	0.02	682,795	2,447	99.64	0.36
		Total	**3,395,680,306**	**2,938,051,273**	**2,481,354,063**	**84.46**	**2,458,505,899**	**22,848,164**	**99.08**	**0.92**

Resolution No 8

Resolution required: ~~(Ordinary)~~(Special)			Re-appointment of Mr Satish Borwankar - Executive Director (Quality) and payment of remuneration.							
Whether promoter/ promoter group are interested in the			No							
	Promoter/Public	Mode of Voting	Total No. of Shares Held	Total No. of Votes on Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]	[4]=[(3)/(2)] *100	[5]	[6]	[7]=[(5)/(3)]*100	[8]=[(6)/(3)]*100
1	Promoter and Promoter Group	E-Voting	955,613,051	953,275,355	952,853,512	99.96	952,853,512	-	100.00	-
		Poll	955,613,051	953,275,355	-	-	-	-	-	-
		Total	955,613,051	953,275,355	952,853,512	99.96	952,853,512	-	100.00	-
2	Public - Institutional holders	E-Voting	1,499,782,628	1,118,452,553	908,600,338	81.24	898,791,296	9,809,042	98.92	1.08
		Poll	1,499,782,628	1,118,452,553	601,344	0.05	601,344	-	100.00	-
		Total	1,499,782,628	1,118,452,553	909,201,682	81.29	899,392,640	9,809,042	98.92	1.08
3	Public-Others	E-Voting	940,284,627	866,323,365	572,258,992	66.06	562,199,934	10,059,058	98.24	1.76
		Poll	940,284,627	866,323,365	83,898	0.01	81,751	2,147	97.44	2.56
		Total	940,284,627	866,323,365	572,342,890	66.07	562,281,685	10,061,205	98.24	1.76
	Total	E-Voting	3,395,680,306	2,938,051,273	2,433,712,842	82.83	2,413,844,742	19,868,100	99.18	0.82
		Poll	3,395,680,306	2,938,051,273	685,242	0.02	683,095	2,147	99.69	0.31
		Total	**3,395,680,306**	**2,938,051,273**	**2,434,398,084**	**82.86**	**2,414,527,837**	**19,870,247**	**99.18**	**0.82**

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Resolution No 9

Resolution required: (Ordinary)~~(Special)~~			Payment of remuneration to the Cost Auditor.							
Whether promoter/ promoter group are interested in the agenda/resolution?			No							
	Promoter/Public	Mode of Voting	Total No. of Shares Held	Total No. of Votes on Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]	[4]=[(3)/(2)]*100	[5]	[6]	[7]=[(5)/(3)]*100	[8]=[(6)/(3)]*100
1	Promoter and Promoter Group	E-Voting	955,613,051	953,275,355	952,853,512	99.96	952,853,512	-	100.00	-
		Poll	955,613,051	953,275,355	-	-	-	-	-	-
		Total	955,613,051	953,275,355	952,853,512	99.96	952,853,512	-	100.00	-
2	Public - Institutional holders	E-Voting	1,499,782,628	1,118,452,553	912,695,952	81.60	910,640,343	2,055,609	99.77	0.23
		Poll	1,499,782,628	1,118,452,553	601,344	0.05	601,344	-	100.00	-
		Total	1,499,782,628	1,118,452,553	913,297,296	81.66	911,241,687	2,055,609	99.77	0.23
3	Public-Others	E-Voting	940,284,627	866,323,365	572,259,389	66.06	572,054,538	204,851	99.96	0.04
		Poll	940,284,627	866,323,365	83,898	0.01	81,751	2,147	97.44	2.56
		Total	940,284,627	866,323,365	572,343,287	66.07	572,136,289	206,998	99.96	0.04
	Total	E-Voting	3,395,680,306	2,938,051,273	2,437,808,853	82.97	2,435,548,393	2,260,460	99.91	0.09
		Poll	3,395,680,306	2,938,051,273	685,242	0.02	683,095	2,147	99.69	0.31
		Total	**3,395,680,306**	**2,938,051,273**	**2,438,494,095**	**83.00**	**2,436,231,488**	**2,262,607**	**99.91**	**0.09**

Resolution No 10

Resolution required: ~~(Ordinary)~~(Special)			Offer or invite for subscription of Non-Convertible Debentures on private placement basis.							
Whether promoter/ promoter group are interested in the			No							
	Promoter/Public	Mode of Voting	Total No. of Shares Held	Total No. of Votes on Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]	[4]=[(3)/(2)]*100	[5]	[6]	[7]=[(5)/(3)]*100	[8]=[(6)/(3)]*100
1	Promoter and Promoter Group	E-Voting	955,613,051	953,275,355	952,853,512	99.96	952,853,512	-	100.00	-
		Poll	955,613,051	953,275,355	-	-	-	-	-	-
		Total	955,613,051	953,275,355	952,853,512	99.96	952,853,512	-	100.00	-
2	Public - Institutional holders	E-Voting	1,499,782,628	1,118,452,553	912,695,952	81.60	912,689,328	6,624	100.00	-
		Poll	1,499,782,628	1,118,452,553	601,344	0.05	601,344	-	100.00	-
		Total	1,499,782,628	1,118,452,553	913,297,296	81.66	913,290,672	6,624	100.00	-
3	Public-Others	E-Voting	940,284,627	866,323,365	571,832,614	66.01	571,113,000	719,614	99.87	0.13
		Poll	940,284,627	866,323,365	83,898	0.01	78,677	5,221	93.78	6.22
		Total	940,284,627	866,323,365	571,916,512	66.02	571,191,677	724,835	99.87	0.13
	Total	E-Voting	3,395,680,306	2,938,051,273	2,437,382,078	82.96	2,436,655,840	726,238	99.97	0.03
		Poll	3,395,680,306	2,938,051,273	685,242	0.02	680,021	5,221	99.24	0.76
		Total	**3,395,680,306**	**2,938,051,273**	**2,438,067,320**	**82.98**	**2,437,335,861**	**731,459**	**99.97**	**0.03**

TATA
TATA MOTORS LIMITED

Annexure B

PARIKH & ASSOCIATES
COMPANY SECRETARIES

Office :
111, 11th Floor, Sai-Dwar CHS Ltd,
Sab TV Lane, Opp Laxmi Industrial Estate
Off Link Road, Above Shabari Restaurant,
Andheri (W), Mumbai : 400 053
Tel. : 26301232 / 26301233 / 26301240
Email : cs@parikhassociates.com
parikh.associates@rediffmail.com

To,
The Chairman
Tata Motors Limited
Bombay House,
24 Homi Mody Street,
Mumbai - 400001

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting by electronic ballot system at the Annual General Meeting of Tata Motors Limited held on Tuesday, August 09, 2016 at 3.00 p.m.

I, P. N. Parikh, of M/s. Parikh & Associates, Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Tata Motors Limited, pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions passed at the 71st Annual General Meeting (AGM) of Tata Motors Limited held on Tuesday, August 09, 2016 at 3.00 p.m.

I was also appointed as Scrutinizer to scrutinize the voting by electronic ballot system at the said AGM held on August 09, 2016.

The Notice dated May 30, 2016 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company.

The Company had availed the remote e-voting facility offered by Central Depository Services Limited (CDSL) for conducting e-voting by the Shareholders of the Company.

The Company had also provided voting facility to the shareholders present at the AGM and who had not cast their vote earlier by remote e-voting. The shareholders of the company holding shares as on the "cut-off" date of August 02, 2016 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced on Thursday, August 04, 2016 at 09:00 a.m. (IST) and ended on Monday, August 08, 2016 at 05:00 p.m. (IST) and the CDSL e-voting platform was blocked thereafter.



After the closure of the voting at the AGM, the report on voting done at the meeting was generated in my presence and the same was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the AGM the votes cast there under were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Central Depository Services Limited (CDSL) e-voting system and voting by electronic ballot system at the AGM.

I now submit my consolidated Report as under on the result of the remote e-voting and voting by electronic ballot system at the AGM in respect of the said Resolutions.

Resolution 1: Ordinary Resolution

To receive, consider and adopt:

a. **the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2016 together with the Reports of the Board of Directors and the Auditors thereon; and**

b. **the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2016 together with the Reports of the Auditors thereon**

(i) Voted **in favour** of the resolution:

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
OS	1,212	2,40,58,71,460	--
AOS*	465	2,94,03,773	--
Total	1,677	2,43,52,75,233	100.00(Rounded Off)

(ii) Voted **against** the resolution:

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
OS	7	1,08,565	--
AOS*	2	2	--
Total	9	1,08,567	0.00

(iii) **Invalid** votes:

	Number of members voted	Number of invalid votes cast by them
OS	-	-
AOS*	-	-
Total	-	-



Resolution 2: Ordinary Resolution

To declare a dividend on Ordinary Shares and 'A' Ordinary Shares.

(i) Voted **in favour** of the resolution:

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
OS	1,215	2,40,92,21,133	--
AOS*	470	2,94,22,047	-
Total	1,685	2,43,86,43,180	100.00(Rounded Off)

(ii) Voted **against** the resolution:

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
OS	8	88,715	-
AOS*	2	2	-
Total	10	88,717	0.00

(iii) **Invalid** votes:

	Number of members voted	Number of invalid votes cast by them
OS	-	-
AOS*	-	-
Total	-	-

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

Resolution 3: Ordinary Resolution

To appoint a Director in place of Mr. Ravindra Pisharody (DIN: 01875848), who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted **in favour** of the resolution:

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
OS	1,195	2,38,38,26,730	-
AOS*	465	2,92,33,341	-
Total	1,660	2,41,30,60,071	98.96

(ii) Voted **against** the resolution:

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
OS	26	2,52,48,636	-
AOS*	6	1,88,698	-
Total	32	2,54,37,334	1.04

(iii) **Invalid** votes:

	Number of members voted	Number of invalid votes cast by them
OS	-	-
AOS*	-	-
Total	-	-

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

Resolution 4: Ordinary Resolution

Ratification of Auditor's Appointment

(i) Voted **in favour** of the resolution:

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
OS	1,080	2,32,57,44,449	-
AOS*	435	2,85,52,404	-
Total	1,515	2,35,42,96,853	97.30

(ii) Voted **against** the resolution:

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
OS	87	6,45,13,670	-
AOS*	32	8,14,432	-
Total	119	6,53,28,102	2.70

(iii) **Invalid** votes:

	Number of members voted	Number of invalid votes cast by them
OS	-	-
AOS*	-	-
Total	-	-

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

Resolution 5: Ordinary Resolution

Appointment of Mr. Guenter Butschek (DIN: 07427375) as a Director.

(i) Voted **in favour** of the resolution:

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
OS	1,190	2,38,48,30,744	-
AOS*	459	2,91,77,325	-
Total	1,649	2,41,40,08,069	99.00

(ii) Voted **against** the resolution:

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
OS	30	2,41,86,213	-
AOS*	12	2,44,714	-
Total	42	2,44,30,927	1.00

(iii) **Invalid** votes:

	Number of members voted	Number of invalid votes cast by them
OS	-	-
AOS*	-	-
Total	-	-

PARIKH & ASSOCIATES
MUMBAI
COMPANY SECRETARIES

Resolution 6: Special Resolution

Appointment of Mr. Guenter Butschek (DIN: 07427375) as Chief Executive Officer and Managing Director.

(i) Voted **in favour** of the resolution:

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
OS	1,170	2,36,48,28,884	-
AOS*	450	2,62,09,115	-
Total	1,620	2,39,10,37,999	96.33

(ii) Voted **against** the resolution:

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
OS	40	8,81,51,309	-
AOS*	15	29,43,379	-
Total	55	9,10,94,688	3.67

(iii) **Invalid** votes:

	Number of members voted	Number of invalid votes cast by them
OS	-	-
AOS*	-	-
Total	-	-

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

Resolution 7: Special Resolution

Re-appointment of Mr. Ravindra Pisharody (DIN: 01875848) - Executive Director (Commercial Vehicles), and payment of remuneration.

(i) Voted **in favour** of the resolution:

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
OS	1,173	2,42,96,66,667	-
AOS*	458	2,88,39,232	-
Total	1,631	2,45,85,05,899	99.08

(ii) Voted **against** the resolution:

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
OS	33	2,25,34,902	-
AOS*	7	3,13,262	-
Total	40	2,28,48,164	0.92

(iii) **Invalid** votes:

	Number of members voted	Number of invalid votes cast by them
OS	-	-
AOS*	-	-
Total	-	-

Resolution 8: Special Resolution

Re-appointment of Mr. Satish Borwankar (DIN: 01793948) - Executive Director (Quality) and payment of remuneration.

(i) Voted **in favour** of the resolution:

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
OS	1,175	2,38,56,88,605	-
AOS*	458	2,88,39,232	-
Total	1,633	2,41,45,27,837	99.18

(ii) Voted **against** the resolution:

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
OS	30	1,95,56,985	-
AOS*	7	3,13,262	-
Total	37	1,98,70,247	0.82

(iii) **Invalid** votes:

	Number of members voted	Number of invalid votes cast by them
OS	-	-
AOS*	-	-
Total	-	-

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

Resolution 9: Ordinary Resolution

Payment of remuneration to Cost Auditors.

(i) Voted **in favour** of the resolution:

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
OS	1,202	2,40,68,09,451	-
AOS*	469	2,94,22,037	-
Total	1,671	2,43,62,31,488	99.91

(ii) Voted **against** the resolution:

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
OS	20	22,62,605	-
AOS*	2	2	-
Total	22	22,62,607	0.09

(iii) **Invalid** votes:

	Number of members voted	Number of invalid votes cast by them
OS	-	-
AOS*	-	-
Total	-	-



Resolution 10: Special Resolution

Offer or invite for Subscription of Non-Convertible Debentures on private placement basis

(i) Voted **in favour** of the resolution:

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
OS	1,200	2,40,79,13,824	-
AOS*	469	2,94,22,037	-
Total	1,669	2,43,73,35,861	99.97

(ii) Voted **against** the resolution:

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
OS	22	7,31,457	-
AOS*	2	2	-
Total	24	7,31,459	0.03

(iii) **Invalid** votes:

	Number of members voted	Number of invalid votes cast by them
OS	-	-
AOS*	-	-
Total	-	-

*Each 'A' Ordinary shareholder is entitled to one vote for every ten 'A' Ordinary shares held.

Shareholders who have split their votes into "Assent" as well as "Dissent", while their votes are taken as cast, they have been counted only once for the purpose of thier presence, which has been mentioned under the head "Assent".

Thanking you,
Yours faithfully,

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

P.N. Parikh
Parikh & Associates
Practising Company Secretaries
FCS: 327 CP No.: 1228
111,11th Floor, Sai Dwar CHS Ltd
Sab TV Lane, Opp. Laxmi Indl. Estate,
Off Link Road, Above Shaabari Restaurant,
Andheri West, Mumbai – 400053
Place: Mumbai

Dated: August 10, 2016

Annexure C

Summary of proceedings of the 71st Annual General Meeting

The 71st Annual General Meeting (AGM) of the Members of Tata Motors Limited (the Company) was held on Tuesday, August 9, 2016 at 3:00 p.m. at Birla Matushi Sabhagar, Mumbai.

Mr Cyrus Mistry chaired the Meeting. The requisite quorum being present, the Chairman called the meeting to order. All the Directors attended the Meeting. The Chairman delivered his speech followed by a presentation made by Group Chief Financial Officer and the para on 'Matter of Emphasis' in the Auditors' Report on the Consolidated Financial Statements was read by the Company Secretary.

The following resolutions set out in the Notice convening the AGM were proposed and seconded by Members:

Item No.	Details of the Agenda	Resolution required
1	To receive, consider and adopt: (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2016 together with the Reports of the Board of Directors and the Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the Financial year ended March 31, 2016 together with the Report of Auditors thereon	Ordinary
2	To declare a dividend on Ordinary Shares and 'A' Ordinary Shares	Ordinary
3	To appoint a Director in place of Mr Ravindra Pisharody (DIN:01875848), who retires by rotation and being eligible, offers himself for re-appointment	Ordinary
4	Ratification of Auditors' Appointment	Ordinary
5	Appointment of Mr Guenter Butschek as a Director	Ordinary
6	Appointment of Mr Guenter Butschek as the Chief Executive Officer and Managing Director	Special
7	Re-appointment of Mr Ravindra Pisharody – Executive Director (Commercial Vehicles) and payment of remuneration	Special
8	Re-appointment of Mr Satish Borwankar – Executive Director (Quality) and payment of remuneration	Special
9	Payment of Remuneration to the Cost Auditor	Ordinary
10	Offer or invite for Subscription of Non-Convertible Debentures on private placement basis	Special

The Chairman informed that Mr P N Parikh of M/s Parikh & Associates, Practicing Company Secretaries (Membership No. FCS327) was the Scrutinizer appointed by the Board to supervise the remote e-voting and electronic ballot at AGM

Chairman informed the Members that the facility of remote e-voting for the Members was made available till August 8, 2016 and that the facility for electronic ballot had been provided at the AGM venue. The Chairman requested the Members who were present at the AGM and had not cast their votes by remote e-voting could now cast their vote at the Meeting.

The Chairman then invited the Members to express their views, give suggestions and make enquiries on the operations and financial performance of the Company and related matters. The Chairman responded to all the queries raised by Members.

The Chairman thanked the Members for attending and participating in the Meeting and requested the Members to continue voting. The Chairman authorized the Company Secretary to declare the results of voting.

The Scrutinizer's Report was received on August 10, 2016 and as set out therein all the said resolutions were declared passed with the requisite majority.

Yours faithfully,
Tata Motors Limited

H K Sethna
Company Secretary